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the AMAZING SPIDER-MAN

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2 GREAT FEATURE-LENGTH SPIDER-MAN THRILLERS!

THE FANTASTIC FOUR THINK I'M TRAPPED! BUT THEY DON'T SUSPECT MY REAL POWER!

EXTRA ADDED ATTRACTION: SPIDER-MAN *MEETS* THE FANTASTIC FOUR, *AS*

"the CHAMELEON STRIKES!"

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SPIDER-MAN

SCRIPT: STAN LEE • ART: STEVE DITKO • LETTERING: JOHNNY DEE

NOTE: SPIDER-MAN FIRST APPEARED AS A FEATURE IN **AMAZING FANTASY**#15 AUG.! SO GREAT WAS YOUR RESPONSE VIA LETTERS AND POSTCARDS, THAT IT WAS DECIDED TO GIVE HIM HIS OWN MAGAZINE! A BRIEF SUMMARY FOLLOWS...

FREAK!

PUBLIC MENACE!

SURE, YOU'VE READ MANY STORIES ABOUT MANY DIFFERENT MAGAZINE HEROES! BUT THERE'S NEVER BEEN A STORY LIKE THIS ONE--BECAUSE THERE'S NEVER BEEN A HERO LIKE---

SPIDER-MAN!

V-816

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OUR SCENE IS THE BEDROOM OF PETER PARKER, THE TEEN-AGE STUDENT WHOM MANY CONSIDER TO BE A SHY BOOKWORM... BUT, OH, IF THEY ONLY ***KNEW!***

UNCLE BEN IS ***DEAD!*** AND ALL BECAUSE I WAS TOO LATE TO SAVE HIM!

MY SPIDERMAN COSTUME! I WISH THERE WERE NO SUCH ***THING!***

IT ALL STARTED WHEN I WAS BITTEN BY A RADIO-ACTIVE SPIDER...

AND I FOUND MYSELF POSSESSED OF A SPIDER'S ***POWERS!*** SO I DESIGNED A COSTUME TO GO INTO SHOW BUSINESS AND CASH IN!

OUCH!

"BUT WHILE I WAS BUSY SHOWING OFF, AN ARMED BURGLAR FIRED ONE FATAL SHOT AT UNCLE BEN WHEN HE WAS SURPRISED ROBBING OUR HOUSE!"

"AS SOON AS I LEARNED WHAT HAD HAPPENED, I SPED THRU THE CITY VIA MY SPIDER'S WEB, LUSTING FOR VENGEANCE!"

"AND I SOON CAUGHT THE KILLER, AND TURNED HIM OVER TO THE POLICE!"

GOT YOU!

HE WON'T ESCAPE SPIDERMAN!

Y-YOU AINT ***NUMAN!***

AND NOW, UNCLE BEN IS GONE, AND AUNT MAY AND I ARE ALONE!

AND WHAT'S ***WORSE,*** WITHOUT UNCLE BEN, WE'VE NO MONEY TO PAY OUR BILLS!

PLEASE GIVE ME A LITTLE MORE TIME! I'LL PAY THE RENT ***NEXT*** WEEK, IF YOU'LL ONLY WAIT!

AND SO...

AUNT MAY, THERE'S ONLY ***ONE*** THING TO DO! I'VE GOT TO QUIT SCHOOL AND GET A JOB!

NO, PETER, YOU MUSTN'T! YOUR UNCLE ALWAYS DREAMED OF YOU BEING A SCIENTIST SOME DAY! YOU ***MUST*** CONTINUE YOUR STUDIES!

BUT I'VE GOT TO HELP AUNT MAY ***SOMEHOW!*** WAIT! WITH MY POWERS AS SPIDERMAN, I CAN DO ***ANYTHING!***

"I CAN GO ANYWHERE! NO ONE, NOTHING CAN STOP ME!"

"ANY AMOUNT OF MONEY COULD BE MINE--JUST FOR THE TAKING!"

"BUT ***NO!*** WHAT AM I THINKING OF?!? I'M NO CRIMINAL! I'M NOT A THIEF! BESIDES, IF I WERE EVER ARRESTED AND IMPRISONED, IT WOULD BREAK AUNT MAY'S HEART!"

NO! THERE'S ONLY ONE OTHER WAY! I'VE GOT TO ***PERFORM*** AGAIN! I'VE GOT TO BRING MY SPIDERMAN ACT BEFORE THE PUBLIC ONCE MORE! I'LL CALL A BOOKING AGENT ***TONIGHT!***

A FEW DAYS LATER ... AT SCHOOL...

HEY, GANG! ***LOOK!*** SPIDERMAN'S GONNA PUT ON A SHOW AT THE TOWN HALL TONIGHT!

AND THE ADMISSION IS ONLY A DOLLAR!

LET'S ***ALL*** GO!

COUNT ***ME*** OUT, KIDS! I CAN'T MAKE IT!

WE MIGHT HAVE KNOWN! ***HE'D*** RATHER STUDY!

AW, WHO NEEDS THAT WALKIN' BOOKWORM ANYWAY!

IT'LL BE MORE FUN ***WITHOUT*** HIM!

THAT NIGHT, AS THE AUDIENCE IS AMAZED BY SPIDERMAN'S PROWESS, NONE SUSPECT THE ***REAL*** REASON THAT PETER PARKER COULDN'T BE IN THE AUDIENCE ...

I COULDN'T VERY WELL BE DOING THIS ACT AND SITTING IN THE AUDIENCE ***ALSO!***

FINALLY, AFTER THE SHOW...

IT'S TIME TO PAY YOU, SPIDERMAN, BUT I CAN'T GIVE YOU CASH! I'VE GOT TO GIVE YOU A CHECK, SO THERE'S A RECORD FOR TAXES! WHAT NAME SHOULD I WRITE THE CHECK OUT TO?

NAME?? I CAN'T TELL YOU MY REAL NAME! ***NO ONE*** MUST KNOW MY IDENTITY!

JUST MAKE OUT THE CHECK TO ***SPIDER-MAN!***

OKAY, YOU'RE THE BOSS! BUT YOU'LL HAVE A MIGHTY TOUGH TIME ***CASHING*** IT!

A TOUGH TIME CASHING IT, EH? WELL, WE'LL JUST ***SEE*** ABOUT THAT!

I'D LIKE TO CASH THIS CHECK!

I'LL HAVE TO SEE SOME IDENTIFICATION!

WHAT ABOUT MY ***COSTUME?***

DON'T BE SILLY! ***ANYONE*** CAN WEAR A COSTUME! DO YOU HAVE A SOCIAL SECURITY CARD, OR A DRIVER'S LICENSE IN THE NAME OF SPIDERMAN??

N-NO-- I DON'T!

BUT, AS SPIDER-MAN FINDS THAT HE CANNOT CASH HIS DESPERATELY-NEEDED CHECK, JUST ACROSS TOWN, A MAN AT A TYPEWRITER IS MAKING STILL ***MORE*** TROUBLE FOR HIM!

WHEN I'M THRU WITH THIS ARTICLE, SPIDERMAN WILL BE RUN OUT OF TOWN!

AND, THE NEXT NIGHT...

MIGHT AS WELL GO ON BACK WHERE YOU CAME FROM, SPIDERMAN! THERE'LL BE NO SHOW TONIGHT--OR ***ANY*** NIGHT!

WHAT? WHY? WHAT HAPPENED?

THIS HAPPENED! LOOK AT THIS EDITORIAL! THE PAPER HAS EVERYONE SO STEAMED UP, THEY'LL PROBABLY TOSS YOU IN JAIL IF YOU SHOW YOUR FACE!

BUT WHY? WHAT HAVE THEY GOT AGAINST ME? WHAT HAVE I DONE?

SPIDERMAN MENACE

BUT, NOT SATISFIED WITH MERELY WRITING EDITORIALS, J. JONAH JAMESON, PUBLISHER OF THE POWERFUL "DAILY BUGLE" DELIVERS LECTURES ALL OVER TOWN...

WE CANNOT ALLOW THAT MASKED MENACE TO TAKE THE LAW INTO HIS OWN HANDS! HE IS A BAD INFLUENCE ON OUR YOUNGSTERS!

CHILDREN MAY TRY TO IMITATE HIS FANTASTIC FEATS!

THINK WHAT WOULD HAPPEN IF THEY MAKE A HERO OUT OF THIS LAWLESS, INHUMAN MONSTER! WE MUST NOT PERMIT IT!

"I SAY THAT SPIDERMAN MUST BE OUTLAWED! THERE IS NO PLACE FOR SUCH A DANGEROUS CREATURE IN OUR FAIR CITY!"

THE YOUTH OF THIS NATION MUST LEARN TO RESPECT REAL HEROES -- MEN SUCH AS MY SON, JOHN JAMESON, THE TEST PILOT! NOT SELFISH FREAKS SUCH AS SPIDERMAN -- A MASKED MENACE WHO REFUSES TO EVEN LET US KNOW HIS TRUE IDENTITY!

I DON'T GET IT! HOW DO OTHER SUPERHUMAN GUYS, LIKE THE FANTASTIC FOUR AND THE ANT MAN, GET AWAY WITH IT?? NOBODY BOTHERS THEM! AND THEY ALWAYS SEEM TO MAKE ENOUGH DOUGH!

BAH! I DON'T EVEN BELIEVE THAT THERE IS A SPIDERMAN! IT'S ALL A PUBLICITY STUNT!

DAILY BUGLE

SPIDERMAN MENACE

SPIDERMAN MENACE

SPIDERMAN MENACE

WELL, IF I CAN'T MAKE A LIVING AS SPIDERMAN, THE ONLY *OTHER* THING TO DO IS FIND A PART-TIME JOB! I'LL TAKE A LOOK THRU THE WANT ADS...

NEW

TODAY

BUT AGAIN PETER PARKER MEETS WITH FRUSTRATION...

SORRY, SONNY! I AIN'T LOOKIN' FOR A SCHOOL KID! THE JOB I ADVERTISED IS FOR A *MAN!*

BUT...

EXTRA! JOHN JAMESON ABOUT TO ORBIT EARTH IN ROCKET...

DAILY BUGLE

SAY--THAT LOOKS LIKE--IT *IS!* IT'S AUNT MAY! I WONDER WHERE SHE'S GOING?

OH, *NO!* SHE'S PAWNING HER JEWELRY!

SHE MUST BE *DESPERATE* FOR MONEY! BUT SHE DOESN'T WANT ME TO KNOW! SHE DOESN'T WANT TO WORRY ME!

FOR ME! SHE'S DOING IT ALL FOR ME! AND THERE'S NO WAY I CAN REPAY HER! NO WAY I CAN HELP HER! I CAN'T EVEN FIND A *JOB!*

EXTRA! JOHN JAMESON, SON OF THE PUBLISHER OF THE "DAILY BUGLE" ABOUT TO ORBIT EARTH! *EXTRA!*

IT'S ALL *HIS* FAULT! BECAUSE OF *HIM*, I CAN'T PERFORM IN PUBLIC AS THE SPIDERMAN!

BUT I CAN'T GIVE UP! I'VE GOT EARN SOME MONEY--SOMEHOW!

I CAN'T LET AUNT MAY DOWN! EVEN IF IT MEANS THE SPIDERMAN WILL AGAIN STALK THE CITY BY NIGHT!

SPIDER-MAN

PART 2

NEXT DAY, HAVING NOTHING BETTER TO DO, PETER PARKER FINDS HIMSELF AMONG THE SPECTATORS ANXIOUSLY AWAITING THE ORBIT FLIGHT OF JOHN JAMESON.!

IT SURE MUST TAKE A LOT OF COURAGE TO GO UP IN ONE OF *THOSE* BABIES!

I'LL BET EVEN *SPIDER-MAN* WOULD THINK TWICE BEFORE VOLUNTEERING FOR *THIS* RIDE, HUH?

I SUPPOSE SO...

FIFTEEN MINUTES TO BLAST-OFF! ALL UNAUTHORIZED PERSONNEL CLEAR THE FIELD!

THIS IS IT, JOHN! MAKE YOUR COUNTRY PROUD OF YOU, SON-- AS PROUD AS I, YOUR FATHER, AM TODAY!

I'LL DO MY BEST, DAD-- I PROMISE!

GOOD LUCK TO YOU, BOY!

MINUTES LATER, THE CAPSULE, WITH JOHN JAMESON INSIDE, IS SET IN ORBIT BY A PERFECT LAUNCH...

BUT THEN, DISASTER STRIKES! A SMALL SECTION OF THE FORWARD GUIDANCE PACKAGE BREAKS LOOSE FROM THE CAPSULE, AND FALLS INTO SPACE...

WITHOUT THIS ESSENTIAL GUIDANCE UNIT, THE CAPSULE GOES INTO AN ERRATIC ORBIT, COMPLETELY OUT OF CONTROL!

SOMETHING'S WRONG! I CAN'T CONTROL HER!

THIS FLASHING RED LIGHT! IT CAN MEAN ONLY ONE THING! I'VE LOST THE HEART OF THE GUIDANCE DEVICE! THERE IS NO WAY TO DIRECT THE CAPSULE NOW!

MEANWHILE, MILES AWAY...

WHAT *IS* IT? WHAT WENT WRONG?

CAPSULE IS OUT OF CONTROL, SIR! COMPONENT 24-3B HAS BROKEN LOOSE! CONDITION ***RED!***

WHAT'S THAT?? WITHOUT THE MISSING PART HE WILL CONTINUE TO GO INTO LOWER AND LOWER ORBIT UNTIL HE CRASHES TO EARTH!

GENTLEMEN, WE HAVEN'T MUCH TIME! WE MUST FIND ***SOME*** WAY TO SAVE JOHN JAMESON'S LIFE, EVEN THOUGH THE CAPSULE IS DOOMED!

ACTING WITH DESPERATE SPEED, THE SPACE TECHNICIANS ATTEMPT TO DROP A STEEL NET TO CATCH THE CAPSULE, BUT WITH NO SUCCESS!

A COMPLETE MISS! WE'VE GOT TO FIND A ***BETTER*** WAY!

WHILE, UNSUSPECTED BY ALL, A BETTER WAY ***DOES*** EXIST! IN THE FORM OF PETER PARKER, WHO HAS OBSERVED THE ENTIRE DRAMATIC EVENT...

THERE'S ONLY ***ONE*** PERSON WHO CAN SAVE JOHN JAMESON...

...AND THAT IS... SPIDERMAN!

I'VE GOT TO REACH THE MISSILE CONTROL CENTER THE FASTEST WAY--THE WAY THAT ONLY SPIDER-MAN CAN TAKE!

MADE IT! AND NOW...

WE HAVE A SPARE 24-3B GUIDANCE UNIT... BUT THERE IS NO WAY TO GET IT TO JAMESON IN TIME!

YOU'RE WRONG! THERE IS A WAY!

SPIDERMAN!

LET ME HAVE THE MISSING UNIT! I'LL GET IT TO THE CAPSULE SOMEHOW!

VERY WELL! WE HAVE NOTHING TO LOSE! THERE IS NO WAY WE CAN DO IT!

SPIDERMAN--BAH! HE'S JUST A PUBLICITY-SEEKING PHONY! HE'S TRYING TO GRAB A HEADLINE! WHAT CAN HE DO?

INSTEAD OF FLAPPING YOUR LIPS, MISTER--JUST WATCH AND SEE WHAT I CAN DO!

WAIT!

THE CAPSULE IS GETTING LOWER EVERY SECOND! I'VE GOT TO REACH A JET FAST!

ARRIVING AT A NEARBY FIELD, SPIDER-MAN'S AMAZING WEB SHOOTS OUT, ENGULFING THE GUARD'S GUN HAND BE-FORE THE SENTRY CAN FIRE...

HALT! IDEN-TIFY YOURSELF!

NO TIME FOR THAT *NOW!*

WITHIN SECONDS, THE MIGHTY COSTUMED FIGURE HAS COM-MANDEERED A PLANE AND A PILOT, AS THEY TAKE TO THE AIR...

I'LL PROBABLY BE GROUNDED FOREVER FOR DOING THIS, SPIDERMAN, BUT I GOT A HUNCH THAT IF ANYONE CAN SAVE THAT POOR JOKER, *YOU'RE* THE GUY!

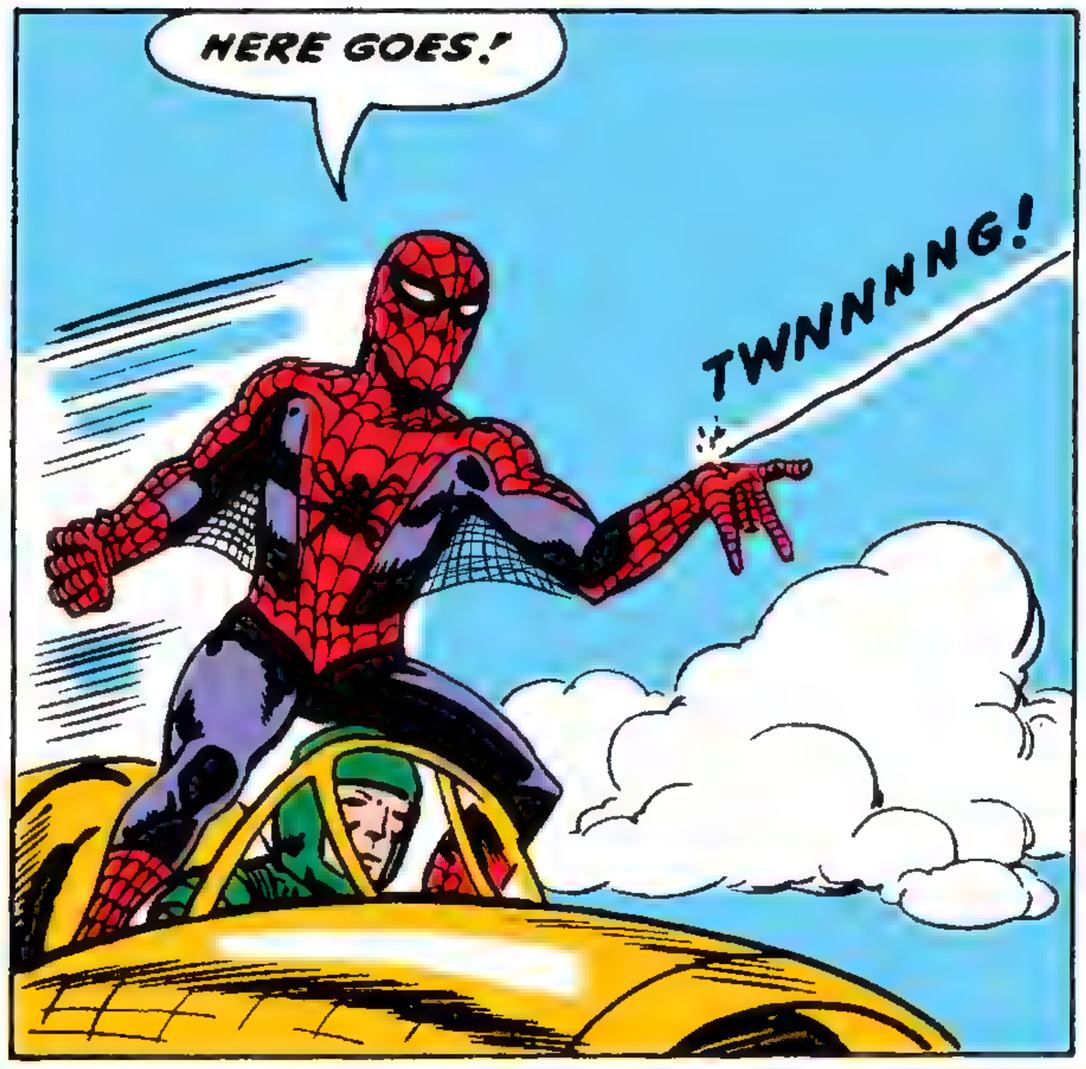
HERE COMES THE CAPSULE NOW! BUT WE COULD NEVER CATCH IT!

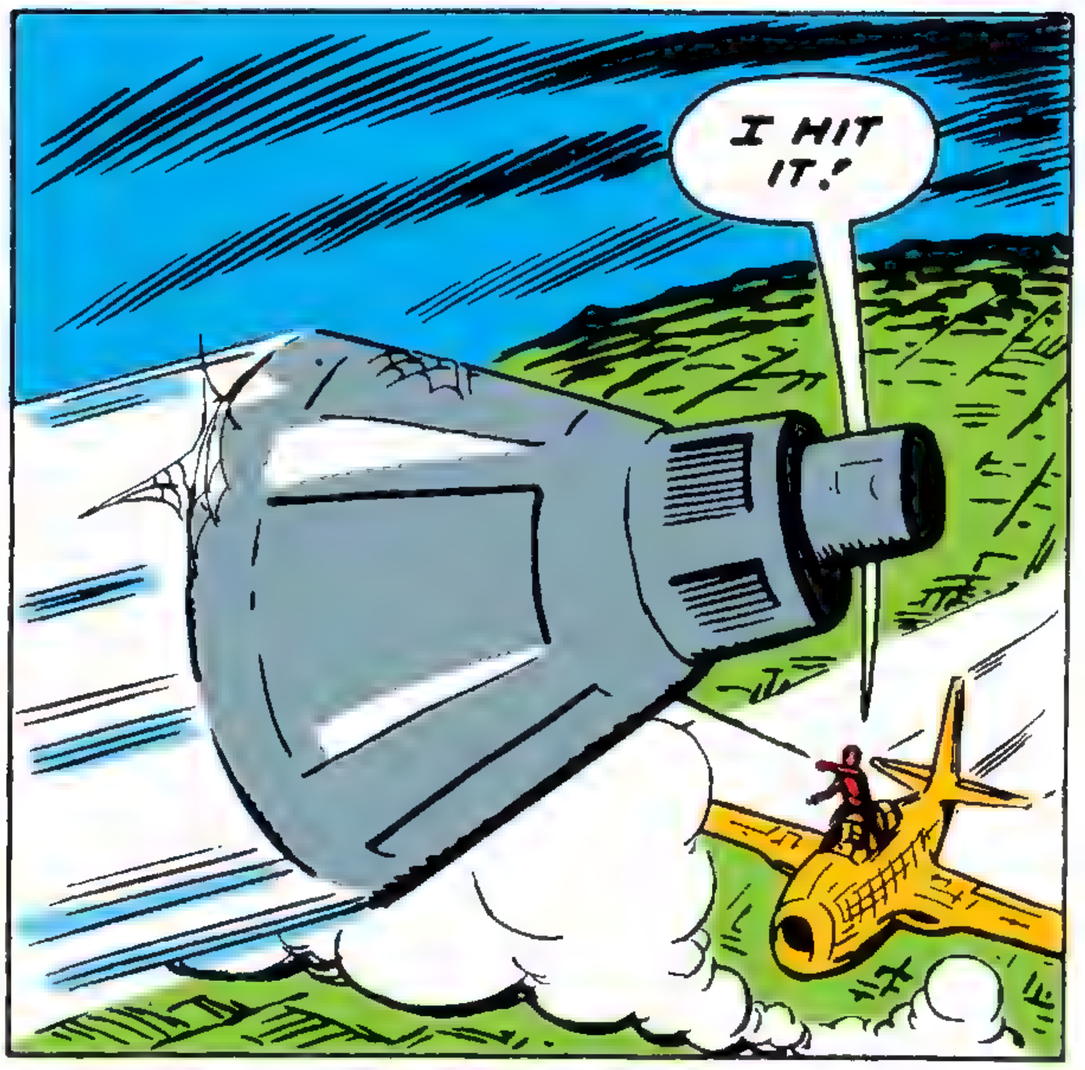
WE DON'T *HAVE* TO CATCH IT!

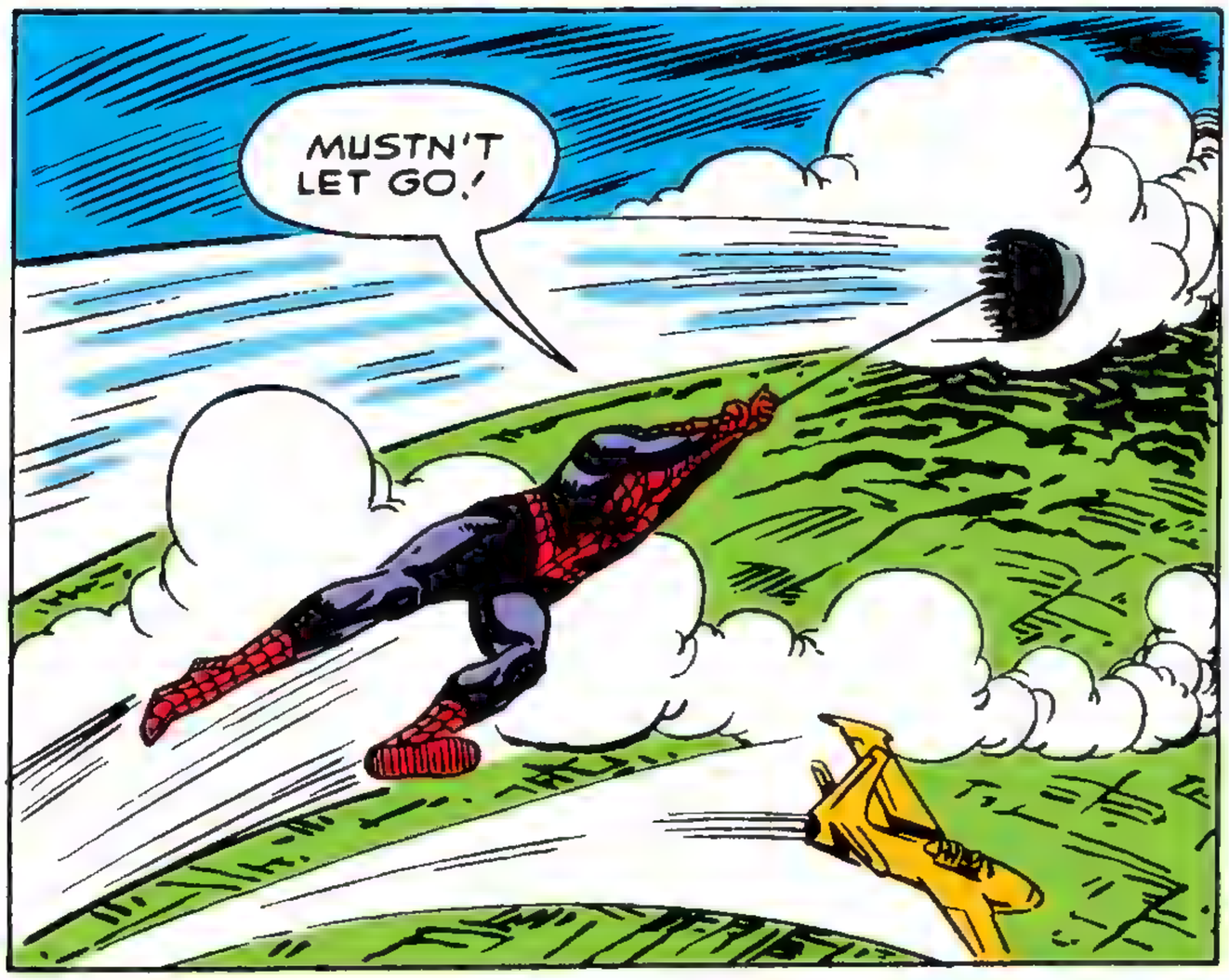
WAIT! WHAT ARE YOU GONNA *DO?*

I'VE GOT TO HITCH A RIDE ON THAT THING AS IT PASSES BY!

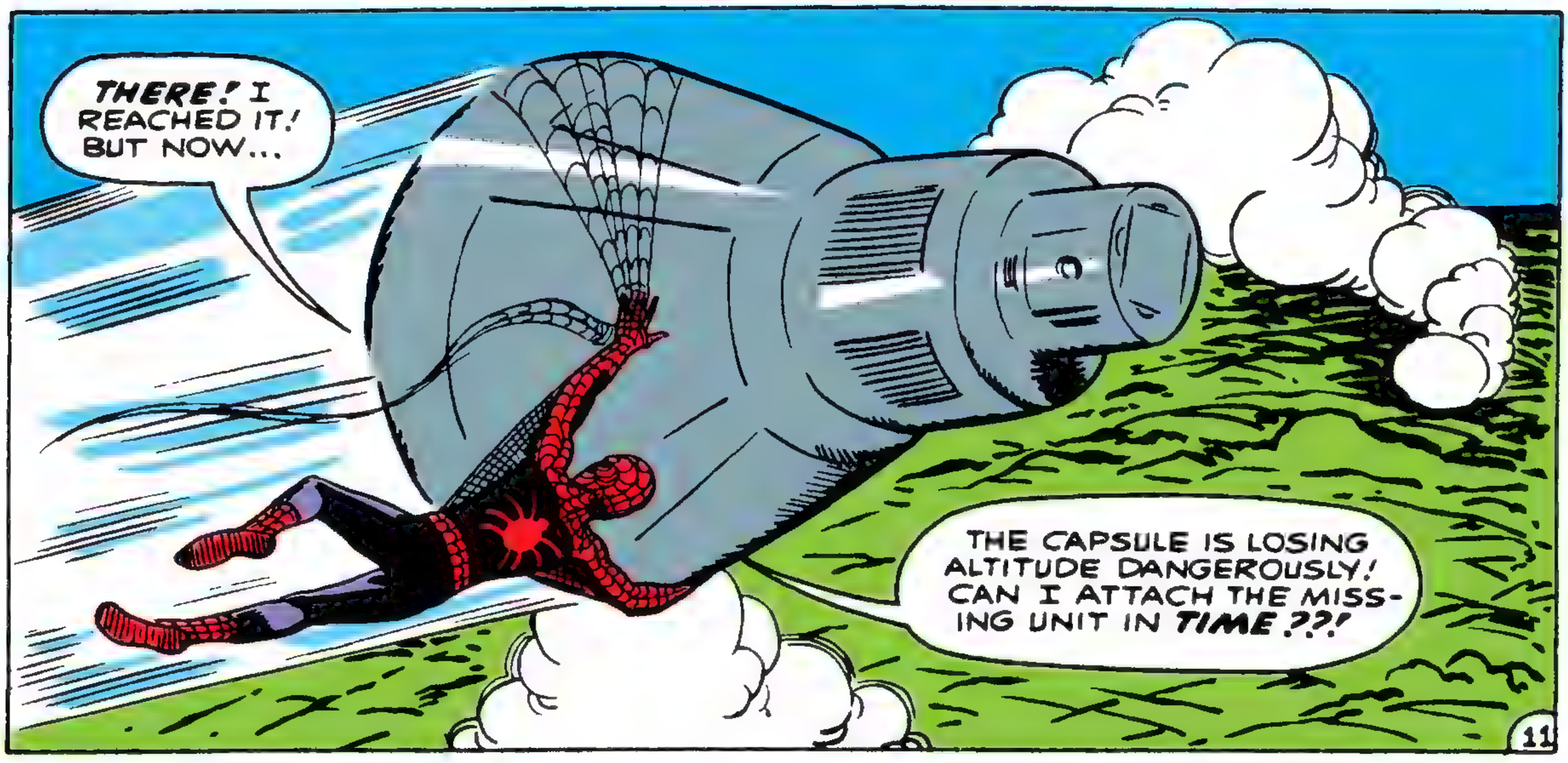
THIS WILL BE MY FIRST AND LAST CHANCE! IF IT DOESN'T WORK, LOOK OUT BELOW!


HERE GOES!
TWNNNNG!


I HIT IT!


MUSTN'T LET GO!

UGH--I'VE GOT TO PULL MYSELF UP--FIGHTING AGAINST ALL THIS WIND RESISTANCE!
EVEN MY STRENGTH CAN JUST BARELY DO IT!


THERE! I REACHED IT! BUT NOW...
THE CAPSULE IS LOSING ALTITUDE DANGEROUSLY! CAN I ATTACH THE MISSING UNIT IN TIME?!!

SPIDER-MAN

PART 3

WHAT A LUCKY BREAK! IT FIT IN PLACE AS SMOOTH AS SILK!

AND, WITHIN THE CAPSULE...

CAPSULE UNDER MANUAL CONTROL AGAIN! WILL EJECT CHUTE AND LAND IMMEDIATELY!

HE'S SAFE! I *DID* IT!

SPIDERMAN SUCCEEDED! THE CAPSULE IS ABOUT TO LAND!

MY BOY! HE'S *SAFE!*

THIS IS AS GOOD A TIME AS ANY FOR ME TO GET OFF! I'LL BET I'M THE ONLY LIVING PERSON WHO EVER HAD A RIDE LIKE *THAT* BEFORE!

I'D BETTER MAKE MYSELF SCARCE NOW! I'D JUST BE EMBARRASSED IF EVERYONE WANTS TO CONGRATULATE ME AND MAKE A BIG FUSS ABOUT WHAT I'VE DONE!

ANYWAY, FROM NOW ON I GUESS I SHOULDN'T HAVE ANY TROUBLE ABOUT PERFORMING IN PUBLIC! I'LL BET EVEN MISTER JAMESON HIMSELF WOULD HIRE ME!

BUT, WHEN HE READS THE NEXT EDITION OF THE NEWSPAPER, PETER PARKER IS ASTOUNDED TO SEE...

OH, NO! IT *CAN'T BE!*

IT ISN'T POSSIBLE! WHY? *WHY??*

5¢ DAILY BUGLE 5¢

THIS NEWSPAPER DEMANDS THAT SPIDERMAN BE ARRESTED AND PROSECUTED!

Editorial by: J. JONAH JAMESON

IT WAS ALL A PLOT BY SPIDERMAN TO STEAL THE SPOTLIGHT FROM MY SON! I ACCUSE SPIDERMAN *HIMSELF* OF SABOTAGING THE CAPSULE SO THAT THE GUIDANCE UNIT WOULD FALL OFF!

SPIDERMAN UNLAWFULLY BROKE INTO A MILITARY BASE AND COMMANDEERED A PLANE BY FORCE!

THEN, BY MEANS OF A GRANDSTAND PLAY, HE TRIED TO MAKE A HERO OF HIMSELF, BUT HE CAUSED AN IMPORTANT MISSILE TEST TO FAIL AND SET OUR SPACE PROGRAM BACK BY MANY WEEKS! I REPEAT--SPIDERMAN IS A *MENACE* TO AMERICA!

UNFORTUNATELY, IF SOMETHING IS SHOUTED LOUD ENOUGH, THERE ARE ALWAYS THOSE WHO WILL *BELIEVE* IT...

THEY FEAR ME MORE THAN *EVER* NOW!

SPIDERMAN OUGHTTA BE RUN OUT OF THE COUNTRY!

AND HOW!

AND, FINALLY--UNDER PRESSURE OF THE ANGRY NEWSPAPERMAN'S CONTINUAL BARRAGE...

WANTED

CAUTION: *HE IS DANGEROUS*

REPORT HIM TO NEAREST F.B.I. OFFICE

SPIDERMAN

REWARD FOR HIS CAPTURE

OH DEAR, I CERTAINLY HOPE THEY FIND THAT HORRIBLE SPIDERMAN AND LOCK HIM UP BEFORE HE CAN DO ANY HARM!

WHAT DO I DO *NOW*? HOW CAN I PROVE I'M *NOT* DANGEROUS? HOW CAN I CONVINCE PEOPLE THAT I WASN'T RESPONSIBLE FOR THE FAILURE OF THAT CAPSULE?

EVERYTHING I DO AS SPIDERMAN SEEMS TO TURN OUT WRONG! WHAT GOOD IS MY FANTASTIC POWER IF I *CANNOT* USE IT??

OR, MUST I BE FORCED TO BECOME WHAT THEY ACCUSE ME OF BEING?? MUST I *REALLY* BECOME A MENACE? PERHAPS--THAT IS THE ONLY COURSE LEFT FOR ME!

AND SO, A LONELY BOY SITS AND BROODS, WITH THE FATE OF SOCIETY AT STAKE! WHAT WILL HIS DECISION BE? WHAT WILL SPIDERMAN DO NEXT?? ONLY TIME WILL TELL!

The END

SPIDER-MAN

VS. THE CHAMELEON!

HOW CAN YOU DEFEAT A MAN WHO CAN CHANGE HIS IDENTITY BEFORE YOU CAN CATCH HIM?? PERHAPS YOU DON'T KNOW THE ANSWER, BUT THE SPIDER-MAN WAS DETERMINED TO FIND OUT-- NO MATTER WHAT THE COST!

EXTRA BONUS EXTRA!! IN THIS SAME AMAZING TALE YOU WILL MEET AMERICA'S MOST FAMOUS, MOST COLORFUL GROUP OF SUPER-ADVENTURERS THE FANTASTIC FOUR!!

SCRIPT..... STAN LEE
ART..... STEVE DITKO
LETTERING.... JOHN DUFFI

WE KNOW HIM AS PETER PALMER ...BUT THE WORLD KNOWS HIM ONLY AS ***SPIDER-MAN!***

SAY! WHY DIDN'T I THINK OF IT ***BEFORE? THERE'S*** THE WAY I CAN MAKE SOME MONEY--BY JOINING THE ***FANTASTIC FOUR!***

FANTASTIC FOUR

THEY'LL PROBABLY ***JUMP*** AT THE CHANCE TO HAVE A TEEN-AGER WITH SUPER POWERS WORKING WITH THEM! IT'LL BE A ***NATURAL!***

HERE'S THEIR PRIVATE ELEVATOR, BUT THE BLAMED THING ISN'T WORKING!

UH OH--I FORGOT! IT CAN ONLY BE OPERATED BY ONE OF THE ***FOUR,*** USING A SPECIAL ELECTRONIC BEAM!

WELL, THAT WON'T STOP ***SPIDER-MAN!*** FORCING A COUPLE OF LOCKED DOORS OPEN IS MERE CHILD'S PLAY FOR--***HECK!*** I DIDN'T FIGURE THE ***ELEVATOR*** WOULD BE ABOVE ME! NO ROOM TO CLIMB PAST IT!

MINUTES LATER, PETER PALMER REACHES THE ROOF OF AN ADJOINING BUILDING...

WELL, THERE'S MORE THAN ***ONE*** WAY TO SKIN A CAT! I SHOULD'VE THOUGHT OF THIS RIGHT AWAY!

THEY'LL PROBABLY BE ***TWICE*** AS IMPRESSED WHEN THEY SEE HOW EASILY I GET INTO THEIR PRIVATE SKYSCRAPER HEADQUARTERS!

HERE GOES NOTHING!

MEANWHILE, DOWN BELOW...

IT'S THE ***SPIDER-MAN!*** WHAT A BONUS I'LL GET FOR ***THIS*** SHOT!

HE'S HEADING FOR THE ***FANTASTIC FOUR'S*** HEADQUARTERS!

HE BALANCES HIMSELF ON THAT STRAND OF WEB LIKE A HUMAN SPIDER!

AT THAT MOMENT, AN ***ALARM*** RINGS IN THE READY ROOM OF THE ***FANTASTIC FOUR...***

THE ***ALARM!*** SOMEONE IS TRYING TO SNEAK IN!

HE MUST BE SOME KINDA ***NUT*** TO THINK HE CAN TAKE ***US*** BY SURPRISE!

BRIN-N-NG!

THERE'S HIS PICTURE ON OUR VIEW-PLATE! IT'S ***SPIDER-MAN!***

WHY DIDN'T HE PHONE FOR AN APPOINT-MENT, LIKE ANYONE ELSE?

'CAUSE HE'S A TEEN-AGE CORNBALL SHOW-OFF, JUST LIKE ***THE TORCH!***

HOW OBLIGING OF THEM TO LEAVE A WINDOW OPEN FOR ME! THIS IS A ***BREEZE!***

ACTIVATE DEFENSE MEASURE B, JUST TO BE SAFE!

GREETINGS, GROUP! YOU SHOULDN'T MAKE IT SO EASY FOR PEOPLE TO DROP IN ON YA!

GOT NEWS FOR YOU, LOUD-MOUTH--IT ***AIN'T*** THAT EASY!

WHA--? A PLEXI-GLASS CAGE! DROPPED FROM THE CEILING!

THIS GIZMO MAY KEEP OUT THE ***RIFF-RAFF,*** GRUESOME, BUT IT'S A ***JOKE*** TO ***ME!***

THAT DEVICE COST US ***THOUSANDS!*** IF YOU WRECK IT--

DON'T WORRY, RUBBER-FACE! THIS SQUIRT'S GONNA BE TAUGHT SOME ***MANNERS,*** RIGHT ***NOW!***

OWW! YA BIG APE--WHO DO YA THINK YOU'RE PUSHIN' AROUND?

DID YA FORGET YOU'RE MESSIN' WITH A GUY WHO HAS THE PROPORTIONATE STRENGTH OF A ***SPIDER?***

FOR CRYIN' OUT--! THAT'S WHAT I GET FOR PULLIN' MY PUNCH ON ACCOUNTA HIS SIZE!

NOW ***HOLD IT,*** SON! WE DON'T WANT TO FIGHT WITH ANY STRANGERS--AT LEAST, NOT TILL WE KNOW WHAT WE'RE FIGHTIN' ***ABOUT!***

WHO'S ***FIGHTIN'?*** JUST CONSIDER THIS A LITTLE ***EXHIBITION!***

HE CAUGHT MY HAND IN THAT NET OF HIS! HE CERTAINLY DOES LIVE UP TO HIS ***NAME!***

WHILE INVISIBLE, I MIGHT BE ABLE TO GET THIS ROPE OVER OUR IMPETUOUS YOUNG FRIEND!

MY SPIDER INSTINCT SENSES DANGER BEHIND ME! HAVE TO MOVE *FAST!*

WHO TOSSED THAT ROPE? DON'T *SEE* ANYONE!

WAIT! IT MUST BE THE *INVISIBLE GIRL!*

WELL, I'LL JUST GIVE 'ER A *WHIRL* FOR HER MONEY!

THAT'S *IT*, YOU ANIMATED INSECT! FUN'S OVER! *I'LL* SETTLE YOU NOW!

FLAME ON!

HE'S GOT ME IN A CIRCLE OF FLAME!

WELL, I'LL JUST JUMP *OVER* THAT *CLOWN'S* LITTLE TRAP...

...AND KEEP OUTTA REACH UNTIL HIS FLAME DIES DOWN!

THEN IT'LL BE *MY* TURN!

HEY! STAY STILL, DARN IT!

OKAY--THAT'S *IT!* NO MORE FUN AND GAMES, FELLA! SOMEONE MIGHT GET *HURT!* NOW, SUPPOSE YOU TELL US WHAT YOU'RE HERE FOR!

GET OUTTA THE WAY, KILL-JOY! GIMME ANOTHER CRACK AT 'IM!

IT'S ABOUT *TIME* SOMEONE ASKED ME!

I CAME UP HERE TO JOIN UP WITH YOU! I WANNA BE A MEMBER OF THE *FANTASTIC FOUR!*

SO I THOUGHT I'D GIVE YOU A DEMONSTRATION OF WHAT I CAN *DO!*

SO NOW, LET'S GET DOWN TO BUSINESS... HOW MUCH DOES THE JOB *PAY?* I FIGURE I'M WORTH YOUR *TOP* SALARY!

I *KNEW* IT! THAT KOOK HAS ROCKS IN HIS HEAD!

AFRAID YOU MADE A MISTAKE, *SPIDER-MAN!* WE'RE A *NON-PROFIT* ORGANIZATION!

WE PAY *NO* SALARIES OR BONUSES! ANY PROFIT WE MAKE GOES INTO SCIENTIFIC RESEARCH!

YOU CAME TO THE WRONG PLACE, PAL! THIS ISN'T GENERAL MOTORS!

WE JUST KEEP ENOUGH MONEY TO PAY OUR EXPENSES! EVERY OTHER CENT GOES INTO DEVELOPING THE MOST EFFECTIVE SUPER-CRIME-FIGHTING APPARATUS WE CAN CREATE!

BESIDES, AREN'T YOU WANTED BY THE POLICE? THIS ISN'T "OUTLAWS ANONYMOUS"!

I MIGHT HAVE *KNOWN!* YOU'RE JUST LIKE ALL THE REST! READY TO BELIEVE THE *WORST* OF ANYONE!

OKAY, KEEP ME OUT OF YOUR GROUP! WHO NEEDS YOU? I'LL MAKE YOU GUYS LOOK LIKE *PIKERS!*

WAIT! COME BACK!

TOO BAD HE LEFT SO SUDDENLY! PERHAPS WE COULD HAVE ***HELPED*** HIM!

AWW! WE'VE GOT ***ENOUGH*** PROBLEM KIDS TO WORRY ABOUT NOW!

SOMEHOW, I HAVE A FEELING WE'LL BE HEARING ***MORE*** FROM THAT YOUNG MAN IN THE FUTURE!

AND NOW OUR SCENE SHIFTS TO A DEFENSE INSTALLATION AT THE EDGE OF TOWN...

WITH MY MULTI-POCKET DISGUISE VEST, IT WILL BE AN EASY MATTER FOR ***THE CHAMELEON*** TO BECOME ***YOU,*** FRIEND JANITOR!

MINUTES LATER...

SO FAR SO GOOD! DISGUISED AS THE JANITOR, IT WAS EASY TO GAIN ACCESS TO THIS RESTRICTED AREA!

AND NOW, ANOTHER FAST CHANGE AND I WILL TAKE THE THE IDENTITY OF PROFESSOR NEWTON!

HAH! NOTHING CAN STOP ***THE CHAMELEON!*** WITH THE RIGHT DISGUISE, I CAN STEAL ANYTHING FROM ANYWHERE, UNCHALLENGED!

THAT NIGHT AT ***THE CHAMELEON'S*** HIDEOUT...

THE IRON CURTAIN COUNTRIES WILL PAY A FORTUNE FOR THESE PLANS!

HMM... A T.V. NEWS BULLETIN...

THE ENTIRE CITY IS WONDERING WHY ***SPIDER-MAN*** VISITED THE ***FANTASTIC FOUR*** TODAY! "NO COMMENT" SAYS THE ***FF!***

*RUMORS ARE FLYING ALL OVER NEW YORK! UNOFFICIAL SOURCES CLAIM **SPIDER-MAN** IS BEING CONSIDERED FOR **MEMBERSHIP** IN THE **FF!** "NONSENSE!" CLAIMS THE POLICE COMMISSIONER!*

HMM... I THINK ***SPIDER-MAN'S*** VISIT IS OF INTEREST TO ***THE CHAMELEON,*** TOO!

YES, INDEED-- ***VERY*** INTERESTING!

ILY GLOBE

LATEST ON SPIDER-MAN

GRAND JURY REQUESTS IMMEDIATE PROBE

The F.B.I. has been alerted for possible action

THERE IS ONLY ***ONE*** REASON ***SPIDER-MAN*** WOULD WANT TO JOIN THE ***FANTASTIC FOUR!*** BEING SOUGHT BY THE POLICE, THERE IS NO WAY FOR HIM TO EARN A LEGITIMATE LIVING! HE MUST BE DESPERATE FOR MONEY! AND THIS IS WHERE ***I*** COME IN!

SPIDER-MAN WILL MAKE A PERFECT ***FALL GUY***-- FOR ME! WHEN I STEAL THE SECOND HALF OF THESE MISSILE DEFENSE PLANS, I'LL HAVE HIM PUT THE POLICE OFF MY TRAIL!

SPIDER-MAN HAS THE POWERS AND INSTINCTS OF A SPIDER! SO I WILL SEND HIM A MESSAGE THAT ONLY HIS SPIDER SENSES WILL BE ABLE TO PICK UP!

CALLING SPIDER-MAN! MEET ME ON ROOF OF LARK BUILDING AT TEN TONIGHT! IT WILL BE VERY PROFITABLE FOR YOU!

AND MILES AWAY, AT A NEIGHBORHOOD MUSEUM, WHERE PETER PALMER IS STUDYING THE SPIDER EXHIBIT...

SOMEONE IS TRYING TO CONTACT SPIDER-MAN! I CAN SENSE THE FREQUENCY WAVES! BUT WHO--?

WELL, NO MATTER WHO IT IS, I CAN'T AFFORD TO PASS UP A CHANCE FOR PROFIT! I'LL JUST LEAVE MY CLOTHES UP HERE, AND THEN...

A FEW MINUTES BEFORE TEN P.M....

ALMOST TIME FOR ME TO TAKE OVER THE ELEVATOR NIGHT SHIFT!

YES, IT IS TIME! BUT NOT FOR YOU--FOR THE CHAMELEON!

AFTER BINDING AND GAGGING THE REAL ELEVATOR OPERATOR, THE BOGUS ONE BRAZENLY TAKES HIS PLACE!

I'LL RELIEVE YOU NOW!

IT'S ABOUT TIME! I'M BUSHED!

THEN, ONCE INSIDE THE ELEVATOR...

SO FAR, MY TIME-TABLE IS RUNNING RIGHT TO THE SPLIT-SECOND! NOW TO CHANGE TO MY SPIDER-MAN GUISE!

AND FINALLY...

SPIDER-MAN! H-HOW DID YOU GET IN? W-WHAT DO YOU WANT?

THOSE MISSILE DEFENSE PLANS WHICH YOU'RE HOLDING!

I CAN'T BELIEVE IT! YOU--A TRAITOR! WAIT--

MY WEB WILL KEEP YOU A PRISONER UNTIL I CAN ESCAPE!

THIS ARTIFICIAL WEB ISN'T AS STRONG AS SPIDER-MAN'S REAL ONE, BUT NO ONE'LL NOTICE THE DIFFERENCE!

SECONDS LATER...

HELP! POLICE! SPIDER-MAN'S HEADING FOR THE ROOF WITH STOLEN PLANS! HELP!!

HE FINALLY BROKE FREE! GOOD! IT'S ALL GOING ACCORDING TO PLAN!

HERE'S MY SHIP! I CAN'T FAIL NOW!

I'LL BE GONE JUST BEFORE THE REAL SPIDER-MAN GETS HERE!

I'M SORRY I WON'T BE THERE TO HEAR SPIDER-MAN TRY TO TALK HIMSELF OUT OF MY TRAP!

STRANGE -- THAT HELICOPTER MUST HAVE JUST LEFT THE ROOF I'M HEADING FOR!

I WONDER WHO SENT FOR ME? NOBODY IS WAITING ON THE ROOF!

LOOK! THERE HE IS!

FREEZE, SPIDER-MAN! WE WANT THOSE SECRET PLANS YOU STOLE!

PLANS?... STOLE?... I'M BEGINNIN' TO SMELL A RAT!

I DON'T KNOW WHAT THIS IS ALL ABOUT, BUT NOBODY'S FRAMIN' ME FOR ANYTHING!

THAT'LL HOLD YOU TILL I CAN GET AWAY!

WHAT A FOOL I WAS! THE MESSAGE WAS A TRICK TO PIN A CRIME ON ME! AND I FELL FOR IT!

BUT WHO COULD HAVE--? WAIT! THAT HELICOPTER! THE PILOT IS THE ONE THE POLICE REALLY WANT!

IF HE HASN'T FLOWN TOO FAR, I CAN USE MY SPIDER'S SENSES TO "TUNE IN" ON THE SHIP... GET ITS LOCATION!

GOT IM! HE'S OUT TOWARDS THE WATERFRONT! I'VE GOT TO STOP HIM!

WELL, IF I'M GOING TO CATCH ME A SPEEDING WHIRLEY-BIRD, THERE'S ONLY ***ONE*** WAY TO DO IT...

...AND THAT IS...

...TO GET A REAL FAST ***START!*** LIKE ***THIS!***

TWANNNG!

HE'S ALREADY REACHED THE SEA!

BUT I CAN MAKE A PARACHUTE OUT OF MY WEB AND FLOAT DOWN TO THAT MOTORBOAT BELOW! I'M NOT LICKED YET!

MINUTES LATER...

I'M JUST IN TIME! THERE'S THE CHOPPER--AND THERE'S A RED SUB SURFACING TO MEET IT!

BUT, WITH MY WEB OVER THE CONNING TOWER, THEY WON'T BE ABLE TO OPEN THE HATCH!

OUR HATCH IS JAMMED! IT WON'T OPEN! HOW WILL WE GET THE PLANS, COMRADE?

FORGET THE PLANS! WE'VE BEEN ***SEEN!!...*** ***SUBMERGE!***

NOW TO FIND OUT WHO FRAMED ME!

SPIDER-MAN! BUT ***HOW--?***

I CAN'T SHAKE HIM OFF--NO MATTER ***HOW*** I MANEUVER!

HE--HE RIPPED OFF THE DOOR WITH HIS BARE HANDS!

END OF THE LINE FOR YOU, COMMIE! HEAD THIS SHIP TOWARDS SHORE--AND I MEAN ***NOW!***

AND, BEFORE THE POLICE HAVE LEFT THE LARK BUILDING ROOF...

LOOK!

HERE'S THE GUY YOU'RE LOOKIN' FOR! THE GUY WHO STOLE THOSE PLANS AND IMPERSONATED ***ME!***

BUT IN THE NEXT SPLIT-SECOND, THE WILY ***CHAMELEON*** DROPS A TINY SMOKE PELLET, AND BREAKS FREE IN THE CONFUSION...

BEFORE THEY KNOW WHAT HAPPENED, I'LL HAVE TAKEN A NEW DISGUISE, AND BE ***FREE!***

HE CAN'T GET OUT OF THE BUILDING! ALL EXITS ARE GUARDED!... SEARCH EVERY ROOM!

LET THEM SEARCH! I KNEW ***THIS*** DISGUISE WOULD COME IN HANDY! WHO WOULD EVER SUSPECT A POLICEMAN?

I'LL LOOK IN HERE, MEN!

I'LL TAKE ***THIS*** CORRIDOR!

AND ***I'LL*** HEAD FOR THE STREET UNDER YOUR VERY ***NOSES!***

BUT AGAIN ***THE CHAMELEON*** HAS RECKONED WITHOUT ***SPIDER-MAN'S*** SUPERNATURAL SPIDER'S INSTINCTS...

THAT TINGLE I FEEL! MY QUARRY IS CLOSE-- WITHIN STRIKING DISTANCE!

HE'S ***WISE*** TO ME! IF I CAN JUST PULL THIS FUSE--

ONE OF THESE COPS MUST BE A PHONY!

HE'S DOUSED THE LIGHTS! BUT THAT WON'T STOP ME! I CAN STILL SENSE HIM IN THE DARK!

I'LL JUST SHOOT MY WEB OVER-- OH, ***NO!***

I'M ALL OUT OF THE SPECIAL FLUID!

I'VE GOT TO REACH THAT EXIT BEFORE **HE** DOES! THIS IS THE FASTEST WAY!

THAT FIGURE-- LEAVING THE OTHERS-- IT'S **HIM!**

BUT, AS THE LIGHTS GO ON AGAIN, **THE CHAMELEON** RESORTS TO ONE, LAST, DESPERATE RUSE...

HELP! GRAB HIM! IT'S **THE CHAMELEON,** DISGUISED AS **SPIDER-MAN** AGAIN!

WHA--?

OH, **NO,** YOU DON'T! YOU'RE NOT GONNA FOOL US THAT WAY A **SECOND** TIME!

WAIT!... HE'S **LYING!** I **AM SPIDER-MAN!**

IT **WORKED!** NOW TO SLIP AWAY!

IN A FIT OF WHITE-HOT FURY, THE POWERFUL **SPIDER-MAN** WRENCHES FREE OF THE STARTLED OFFICERS' GRASP, AND...

LOOK AT HIM GO UP THAT WALL! HE **WAS** THE **REAL SPIDER-MAN!**

EVERY TIME I TRY TO HELP, I GET INTO **WORSE** TROUBLE! WELL, THEY CAN CATCH THAT SPY **THEMSELVES** NOW!

AND WITHIN MINUTES, CATCH HIM THEY **DO**...

HERE HE **IS,** CAPTAIN! I SPOTTED HIM BY HIS TORN UNIFORM-- I COULD SEE HIS OTHER DISGUISE BENEATH IT!

BLAST IT! I MUST HAVE RIPPED IT IN MY SCUFFLE WITH **SPIDER-MAN!**

AND, AS **THE CHAMELEON** IS LED AWAY, A LONE FIGURE LOSES HIMSELF IN THE SHADOWS OF THE SILENT NIGHT...

NOTHING TURNS OUT RIGHT...**SOB!**...I WISH I HAD NEVER **GOTTEN** MY SUPER POWERS!

LATER, AS THE LATE EDITIONS COME OUT, FOUR FAMOUS FIGURES PONDER THE CASE OF THE AMAZING *SPIDER-MAN!*

REED, HE'S SO POWERFUL, AND SO CONFUSED! WHAT IF **SPIDER-MAN** EVER TURNS HIS SUPER POWERS **AGAINST** THE LAW?

YEAH! IF A **TEEN-AGER** CAN BE SO BLAMED STRONG, HOW STRONG'LL HE BE WHEN HE GETS **OLDER?**

AW, WE WON'T EVER HAFTA WORRY ABOUT **HIM!**

WON'T WE, JOHNNY? I WONDER...

AND THE WHOLE **WORLD** WILL HAVE TO WONDER-- UNTIL OUR NEXT GREAT ISSUE! **DON'T MISS IT!!**

The END

A PERSONAL MESSAGE FROM SPIDER-MAN

Hi, friends!

Hope you enjoyed this issue of the new AMAZING SPIDER-MAN!

Beginning with our THIRD ISSUE* there'll be a letters page for your knocks and boosts, called THE SPIDER'S WEB! So, send your letters along now to SPIDER-MAN, THIRD FLOOR, 655 MADISON AVE., N. Y. 21, N. Y.!

Don't miss my new and different adventures in issue #2, on sale the beginning of February, 1963. Better ask your dealer to reserve your copy NOW, because judging by advance reports the demand will be greater than the supply!

Yours for thrills and fantasy ... *Spider-Man*

***NOTE:**
We can't print your letters till our THIRD issue because our SECOND issue will already be on the presses by the time you read this!